

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

2U, Inc., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11279 (MEW)

(Jointly Administered)

NOTICE OF SUBSTANTIAL CLAIM OWNERSHIP

PLEASE TAKE NOTICE that, pursuant to that certain *Interim Order (A) Establishing Notification and Hearing Procedures on Certain Transfers of Interests In and Claims Against, the Debtors, and Claims of Certain Worthless Stock Deductions; (B) Granting Related Relief*, entered by the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) [Docket No. 18] (with all exhibits thereto, the “**Interim Order**”),² the undersigned party (the “**Filer**”) hereby provides notice that, as of the date hereof, the Filer is/has become a Substantial Claimholder.

PLEASE TAKE FURTHER NOTICE that, as of August 12, 2024, the Filer beneficially owns \$[REDACTED] in principal amount of Unsecured Notes Claims. The following table sets forth the date(s) on which the Filer acquired such ownership or otherwise has ownership of such Unsecured Notes Claims in an amount sufficient for the Filer to qualify as a Substantial Claimholder:

<i>Principal Amount of Unsecured Notes Claims Beneficially Owned</i>	<i>Date(s) Acquired</i>
See attached rider	

(Attach additional pages if necessary.)

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: 2U, Inc. (5939); edX LLC (8554); 2U GetSmarter, LLC (9643); 2U Harkins Road LLC (N/A); 2U NYC, LLC (N/A); 2U KEIH Holdco, LLC (3837); CritiqueIt, Inc. (5532); edX Boot Camps LLC (8904); and 2U GetSmarter (US), LLC (9802). The Debtors’ mailing address is 2345 Crystal Drive, Suite 1100, Arlington, Virginia 22202.

² Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Interim Order.

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is [REDACTED].

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, the Filer hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice, are true, correct and complete in all respects.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Order, this Notice is being (a) filed with the Court, One Bowling Green, Courtroom 617, New York, New York 10004-1408 and (b) served upon (i) 2U, Inc., 2345 Crystal Drive, Suite 1100, Arlington, Virginia 22202 (Attn: Paul S. Lalljie (plalljie@2u.com), Matthew Norden (mnorden@2u.com), and Lillian Brownstein (lbrownstein@2u.com)); (ii) Latham & Watkins LLP, 1271 Avenue of the Americas, New York, New York 10020 (Attn: George A. Davis (george.davis@lw.com), George Klidonas (george.klidonas@lw.com), Anupama Yerramalli (anu.yerramalli@lw.com), Randall C. Weber-Levine (randall.weber-levine@lw.com), and Scott Yousey (scott.yousey@lw.com)), proposed counsel for the Debtors; (iii) Milbank LLP, 55 Hudson Yards, New York, New York 10001 (Attn: Albert A. Pisa (apisa@milbank.com), Tyson Lomazow (tlomazow@milbank.com), and Abigail Debold (adebold@milbank.com)), counsel for the First Lien Ad Hoc Lender Group; (iv) Weil, Gotshal & Manges LLP, 767 5th Ave, New York, New York 10153 (Attn: Matt Barr (matt.barr@weil.com), David Griffiths (david.griffiths@weil.com), and F. Gavin Andrews (f.gavin.andrews@weil.com)), counsel for the Ad Hoc Noteholder Group; (v) Schulte, Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022 (Attn: Kristine Manoukian (kristine.manoukian@srz.com), Kelly Knight (kelly.knight@srz.com), and Reuben E. Dizengoff (reuben.dizengoff@srz.com)), counsel to Greenvale; and (vi) Office of the U.S. Trustee, 1 Bowling Green, Room 534, New York, NY 10004 (Attn: Rachael E. Siegel (rachael.e.siegel@usdoj.gov), Daniel Rudewicz (daniel.rudewicz@usdoj.gov), and Brian Masumoto (brian.masumoto@usdoj.gov)).

Respectfully submitted,

Blackwell Partners LLC – Series A

By: 
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Facsimile: _____

Date: 08/12/2024

Beneficial Ownership Rider

[illegible]
